

**NATIONAL PRESS CLUB  
CONSTITUTION**

**2018**

**Definitions**

- i. **'News organisation'** means any publication or institution in the form of printed media, online media and broadcast media disseminating news of educational, entertainment and informational nature or other public interest purpose on a regular basis under its usual name or title. It will include news agencies rendering such services to other news organisations.
- ii. **'Media house'** means a company or government agency that owns or controls different publications or news organisations as defined above.

**1. NAME**

The name of the club will be the National Press Club

**2. AIMS**

The aims of the club will be:

- a) promotion and advocacy of freedom of expression and the media in support of the democracy of the Republic of South Africa
- b) stimulating public, philosophical and democratic debate in support of the main aim listed above;
- c) to promote the professional and social interests of its members in the media fraternity in support of the main aim listed above.

**3. POWERS**

The club will be a voluntary association and a body corporate with a distinct personality apart from its members. The club has all the necessary powers to achieve these aims, and any other matters pertaining to them, without prejudice to the general nature of its powers including the power to open accounts at a bank or any financial institution.

#### **4. DISSOLUTION**

Should the club be dissolved any assets of whatever nature remaining after all debts have been settled will be transferred to another non-profit organisation with similar objectives decided upon at a special general meeting called for this purpose.. No assets will be transferred to its members or office bearers.

#### **5. MEMBERSHIP**

Membership is open to anyone over the age of 18 years and is divided into the following categories:

##### **5.1 FULL**

Members who are full-time journalists and are employed by any news organisation or freelance journalists who derive at least 75% of their income from performing the function of a journalist for any news organisation(s), and whose applications are approved by the committee.

**5.1.1.** A member who complied with the requirements for a full member, as in 5.1, and ceases to be a full-time journalist, remains a full member until the second Annual General Meeting after the change in his/her position, provided membership fees are paid up.

##### **5.2 ASSOCIATE**

Members who are in professions allied to journalism where they engage with the media in their professional capacities and whose applications must be approved by the committee according to the provisions of 7.2.

**5.2.1** An associate member who changes that occupation on the basis of which he / she was approved by the committee as an associate member, remains an associate member until the second Annual General Meeting after the change in his / her position, provided membership fees are paid up.

### **5.3     STUDENT**

Full-time journalism students in their second or third year of study, and third year public relations students employed in a related field, and whose applications are approved by the committee.

### **5.4     RETIRED**

Former full-time journalists and / or associate members and / or freelance journalists who have retired, and who are not employed full-time in any other profession or occupation. Their membership can be renewed at the discretion of the committee.

### **5.5     HONORARY**

Members who are acknowledged as prominent members of the media community and are appointed by the committee on the understanding that the membership will apply only as long as the honorary member is in the office which enabled him / her to qualify as an honorary member.

### **5.6     HONORARY PRESIDENT**

The committee will have the right to appoint one person as honorary president of the club for his / her contribution to the journalistic profession or the Press Club's welfare. Such an appointment can also be terminated by the committee.

## **6. MEMBERSHIP FEES**

**6.1** The annual membership fees for all full, associate and student members shall become due and payable before the end of March each year.

**6.2** Retired and honorary members will not be expected to pay membership fees unless otherwise decided by the committee.

**6.3** The committee will each year have the power to determine the amount payable by each category of membership as set out in section 5, and each member will be liable for the amount corresponding to his / her membership category.

## **7. MEMBERSHIP RIGHTS AND VOTING RIGHTS**

**7.1** Full members, as defined in 5.1, obtain automatic rights on application to the committee and on payment of membership fees and will have full voting rights on all occasions at meetings of the club, as set out hereunder, except where the constitution determines otherwise. Full members whose membership fees are in arrears will have no voting right.

**7.2** People wishing to become associate or student members must apply to the committee and such application must be supported by a proposer and seconder, both of whom must be members of the club. Associate and student members have no voting rights at the AGM or another occasion.

**7.3** Honorary members and the honorary president are elected by the committee, but will have no voting rights.

## **8. ELECTION OF THE COMMITTEE**

- 8.1** The clubs' affairs shall be managed by a committee elected by Full Members at an Annual General Meeting (AGM). Those members will serve on the committee until the following AGM, unless:
- 8.1.1. A committee member resigns in writing
  - 8.1.2. The news organisation represented by committee member (where applicable) requests the Chairperson to remove the member from the committee and may replace him/her with another representative who is also a Full Member (or Associate Member, whatever the case may be) of the club.
  - 8.1.3. All other committee members adopt a unanimous resolution of no confidence in the member.
  - 8.1.4. A committee member fails to attend three (3) committee meetings without an apology.
  - 8.1.5. The news organisation he or she works for cease to exist or an Associate Member cease to comply with the requirements set for Associate Members, whether through resignation, job transfer, dismissal or retrenchment.
- 8.2** The number of committee members shall be determined by the club's members at the AGM, but shall not be less than 5 and not more than 20.
- 8.3** Written nominations for committee members must be forwarded to the Secretariat at least 48 hours before the scheduled AGM. Nominations from the floor are allowed at the sole discretion of the Chairperson.
- 8.4** Any paid up member may be nominated by himself/herself or another member. In the nomination process, the club will strive to have representation from as many news organisations as possible. Committee members may be re-elected.
- 8.5** Should there be more nominations than the number of committee members set in terms of 8.2., the AGM will vote for the nominees. The voting process – whether in writing or by showing of hands as decided by

the Chairperson – will be conducted in the open and the number of votes for each candidate duly recorded in the minutes.

8.5.1. If the number of nominees are the same as the number of committee vacancies, they will be elected without a voting process.

8.5.2. Only in the event that there is an objection to a specific nomination where no general voting process is needed, the Chairperson may call a vote on whether the disputed nomination will be accepted. If 50% + 1 of the AGM vote in favour of accepting the nomination, the objection shall be dismissed.

8.5.3. Where there is a general voting process, no objections will be entertained.

**8.6** The following limitations shall apply to the committee:

8.5.1. No more than two (2) representatives from any news organisation may be elected. Should more than two (2) representatives from any news organisation be nominated, the two nominees with the most votes will be elected to the committee. The remaining members, regardless of how many votes they vest in the general election process, will not be elected. There is no limit on the number of representatives from a media house. (E.g. It is possible to have four representatives from SABC Radio as long as not more than two of them work for the same station/news organisation.)

8.5.2. Not more than three Associate Members may be elected. Should there be more than three nominations, the three (3) Associate Members with the most votes will be elected and the rest will not be elected, regardless of how many votes they vest in the general election process.

**8.7** If a vacancy of a Full Member position on the committee occurs, the relevant representatives of that news organisation may be asked to appoint an alternative committee member as soon as possible. If the vacancy is for an Associate Member, the Associate Members who had the most votes during the AGM will be invited to join the committee in the order of most votes to least votes.

## **9. POWERS AND DUTIES OF THE COMMITTEE**

- 9.1.** Annually, within one month after the Annual General Meeting, the committee will elect an executive committee which will consist of a chairperson, a vice-chairperson, a secretary, a treasurer and a public relations officer. The positions of chairperson and vice-chairperson must be occupied by full members only. The executive committee will be empowered to deal with urgent matters which occur between the monthly meetings, on the understanding that this will in no way prejudice the normal powers of the committee. Any vacancy in the executive committee must be filled within one month by the committee.
- 9.2.** The committee must hold regular monthly meetings of which proper minutes must be kept and may adjourn and conduct its affairs as it sees fit. At these meetings the executive committee shall report urgent matters handled since the last committee meeting. Neither the committee nor any sub-committee will attend to business unless a quorum is present. The quorum at committee meetings is one third of the serving members and the quorum of sub-committees must be determined at their appointment.
- 9.3.** The committee has the power to appoint advisory sub-committees from any members.
- 9.4.** The committee will have power to lay down such rules from time to time as it deems fit to allow it to run its affairs and those of its sub-committee in an orderly fashion and will also have the power to repeal any of these rules at any time or to amend or add to these rules.
- 9.5.** The committee will be empowered to co-opt a members/s to the committee or a sub-committee from the ranks of club members from time to time. Such advisory members will have no voting rights at any committee meeting.

- 9.6.** Committee decisions shall be decided on a majority of votes and in the event of a tie the chairperson will have a casting vote. The normal voting procedure will be by a show of hands, except when herein otherwise determined, but any two members may, before a motion is voted on or immediately after the chairman has announced the result of the vote, ask for a vote by ballot.
- 9.7.** The committee will be empowered to make arrangements, exercise control over and promulgate regulations for the admission of visitors.
- 9.8.** The committee will have control over the funds and other property of the club.
- 9.9.** The committee will exercise its powers and duties as charged.
- 9.10.** The committee may at its discretion arrange social and other functions. Notwithstanding anything contained herein, the committee will be empowered to investigate and take disciplinary action against any member for any action which is prejudicial to the club's interests and suspend or terminate the membership of such a member, if found guilty on such action, save that any member whose behaviour is under investigation or against whom disciplinary steps are contemplated, will have the right to be heard by the committee before a final decision is reached.
- 9.11.** The committee will have full power and authority, subject to the provisions of the Annual General Meeting, to carry out all deeds which may be necessary for and concerning the management of the club and the achievement of its goals without prejudicing its general powers as set out herein.

**10. MEETINGS**



**10.1** An Annual General Meeting of the club must be held every year before the end of March, unless the committee decides otherwise because of extraordinary circumstances, as decided by the committee, and then not later than 30 April.

**10.2** The agenda for the Annual General Meeting must include:

**10.2.1** The tabling, discussion and acceptance of the committee chairperson's report and the balance sheet and income and expenditure accounts for the year ended on 31 December of the previous year;

**10.2.2** Any motion arising there from;

**10.2.3** Written notice of motions, given at least 14 days before the meeting as well as a short summary of the contents of which the details are contained in the notice of the Annual General Meeting;

**10.2.4** The appointment of auditors and confirmation of the auditor's fee;

**10.2.5.** Matters referred to the committee for its attention;

**10.2.6** Any other matters provided that no other motion may be considered without the support of three quarters enfranchised members.

**10.3** At all Annual General Meetings 15 members with voting rights will constitute a quorum. A meeting called at the members' request at which there is not a quorum within thirty minutes after the appointed time will be cancelled. At any other annual meeting, if the necessary quorum is not present, the meeting must be postponed for seven days (or if the seventh day is not a working day then to the first following working day) at which adjourned meeting those present will be deemed to be a quorum if there is still no quorum thirty minutes after the advertised time. In cases where a meeting is adjourned because of the

absence of a quorum, the secretary must immediately notify all members of the adjournment.

- 10.4** Written notice of seven days must be given to each member at the address which he at regular intervals supplies to the secretary, will be given to members concerning all general meetings; such notices shall as set out above, give the details of place and time at which the meeting will take place but in the case of the Annual General Meeting fourteen days' notice must be given.
- 10.5.** A special general meeting may be called at any time by the committee or by written notice by not less than fifteen members of the club with voting rights, in which all the reasons for the meeting are set out. Such a general meeting shall deal with no matters other than those set out in the notice.

**11. GENERAL:**

- 11.1** The club is empowered to own property in its own name and have perpetual succession rights on such property.
- 11.2.** The club will be a legal body in its own right and can sue or be sued in the name of the club. The club will use the format of a Non-Profit Voluntary Association. The club will register with the relevant authorities as a Non-Profit Organisation (NPO) and comply with the Non-profit organisations Act, 1997 (as amended) and future amendments at all times. In terms of the NPO Act as entity to conduct its affairs as an entity advancing the public interest. The organisation will therefore have an identity and existence distinct from its members or office bearers. It is the responsibility of the committee to ensure compliance with the NPO Act, including but not limited to prudent financial management and financial reporting.

- 11.3.** Amendments to the constitution may only be effected if two thirds of the members with voting rights present at a general meeting vote in favour of such amendments. Notice of proposed amendments must be sent to members with the notice of the general meeting.
- 11.4.** The chairperson of any meeting will have full authority to control behaviour and procedures at the meeting.
- 11.5.** No member of the club shall be liable for any debt or undertaking by the club and his / her financial responsibilities to the club are limited to his / her membership fee.
- 11.6.** The club's income and property are not distributable to its members or office bearers, except as reasonable compensation for services rendered. Members and office bearers therefore have no rights to the property or other assets of the organisation solely by virtue of their being members or office bearers.
- 11.7.** The organisation shall continue to exist notwithstanding changes in the composition of its members or office bearers.
- 11.8.** The club's financial transactions shall be conducted by means of a banking account to be administered by the committee according to decisions and protocols adopted in a formal committee meeting. All funds received shall be paid into the club's banking account.
- 11.9.** The association's financial year will end on 31 December annually.

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